

Company number: 01041114

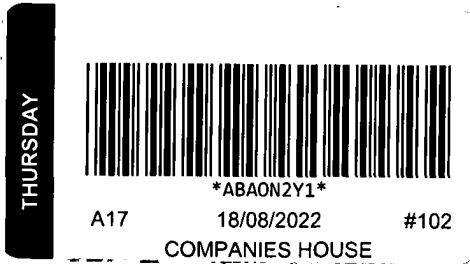
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

D WARDLE (PLANT) LIMITED (Company)

Circulated on 27 July..... 2022



Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**).

SPECIAL RESOLUTIONS

1. THAT the pre-emption rights and procedures set out in Article 8 of the Company's articles of association be waived and disapplied in relation to the following deemed transfer and subsequent transfer only:
 - a. the transmission of 22050 ordinary shares of £1 each in the Company to Barbara Ann Wardle (whereby Article 31 of Part 1 of Table A in the first schedule to the Companies Act 1948 requires the registration of such transmission to be deemed a transfer and thereby subject to the pre-emption restrictions in Article 8); and
 - b. the subsequent purchase of own shares pursuant to the terms of the agreement between 1) Barbara Ann Wardle and 2) the Company and the subsequent cancellation of those shares on the date specified as the "Completion Date" therein, being 22050 ordinary shares of £1 each held by Barbara Ann Wardle, by the Company (given that neither Barbara Ann Wardle nor the Company would be "Members to which such pre-emption rights procedures and provisions would not apply", for the purposes of Article 8A);

with effect that the 22050 ordinary shares of £1 each held by David Wardle may be 'deemed' transferred to Barbara Wardle and the subsequent purchase of such shares by the Company from Barbara Wardle be effected, without reference to and observance of any pre-emption rights of the other shareholders and the related procedures be hereby disapplied in their entirety, in relation to the said 'deemed' transfer and subsequent transfer only.

2. THAT the Company hereby approves a reduction of capital by special resolution, for the purposes of Article 46 of Table A in the first schedule to the

Companies Act 1948 occurring as a result of the Company's purchase of own shares being 22050 ordinary shares of £1 each held by Barbara Ann Wardle, pursuant to the agreement between 1) Barbara Ann Wardle and 2) the Company and the subsequent cancellation of those shares on the date specified as the "Completion Date" therein; and

3. THAT Article 8(E) of the Company's articles of association be amended such that the date "1985" referred to therein, shall be replaced by the date "2006".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on 27 July 2022, hereby irrevocably agree to the Resolution:

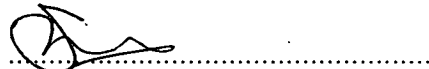
Signed by ANDREW DAVID WARDLE:


Andrew David Wardle

Date:

27 July 2022

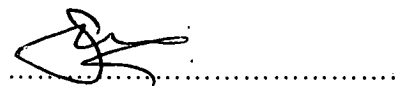
Signed by SCOTT WARDLE:


Scott Wardle

Date:

27 July 2022

Signed by SCOTT WARDLE
(as TRUSTEE FOR THE SCOTT
WARDLE TRUST)


Scott Wardle

Date:

27 July 2022

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to the registered office of the Company at Priory Works, Barleycastle La., Appleton, Nr Warrington, WA4 4RE.
- **Post:** returning the signed copy by post to the registered office of the Company at Priory Works, Barleycastle La., Appleton, Nr Warrington, WA4 4RE.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to awardle@dwardleplant.co.uk. Please type "Written resolutions dated 27 July 2022" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the date which is 28 days after the date of and including the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.